

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship is as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

UMsource Software

the specification of which (check only one item below)

is attached hereto.

was filed as United States Application

on _____

Serial Number _____

and was amended on _____

was filed as PCT international application

on _____

Number _____

and was amended on _____

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. 1.56 (a).

I hereby claim foreign priority benefits under 35 U.S.C. 119(e)-(d) or 365(b) of any foreign application(s) for patent or inventor's certificate, or 365(b) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below any foreign application for patent or inventor's certificate, or any PCT international application on this invention filed me or my legal representatives or assignees and having a filing date before that of the application on which priority is claimed.

Foreign Application Number(s)	Country	Filing Date	Priority Claimed - (Yes or No)



I hereby claim the benefit under 35 U.S.C. 119(c) of any United States provisional application(s) listed below.

Application Number(s)	Filing Date
Not Yet Assigned	November 7, 2000

POWER OF ATTORNEY

As named Inventor, I hereby appoint the following attorneys, with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith:

Attorney	Registration No.
Daniel A. DeVito	32,125
Edward V. Filardi	25,757
Constance S. Huttner	35,903
Robert B. Smith	28,538
Andrew F. Strobert	35,375
Ian R. Blum	42,336
Jose Esteves	41,011
Guy Perry	46,194

Send correspondence and direct telephone calls to:

Guy Perry
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, N.Y. 10036
Telephone No. (212) 735-3000



I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full Name of First
Joint Inventor:

Peter Stangel

Date signed:

1/29/01

Inventor's signature:

Peter Stangel
15 Forest Ridge Road
Nyack, New York 10960, USA

Citizenship: United States

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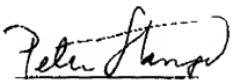
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Joint Inventor:

Inventor's signature:



Date signed: 1/29/01

Inventor Residence and
Post Office Address:

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Nyack, New York 10960, USA

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